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### Statement of Change to Add an Attachment

filed pursuant to §7-90-305.5 and, if applicable, §7-90-804 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20161543504

*(Colorado Secretary of State ID number)*

Entity name

IDGlobal Corp.

2. The document number of the filed document being changed is 20191034375.

3. Information is included in an attachment.

4. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

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The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
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**AMENDED AND RESTATED CERTIFICATE OF DESIGNATIONS  
OF  
SERIES B CONVERTIBLE PREFERRED STOCK OF  
IDGLOBAL CORP.**

**IDGLOBAL CORP.** (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Colorado, hereby certifies that the following resolution was originally adopted by the Board of Directors of the Corporation as required by the Colorado General Corporation Law effective as of January 13, 2019:

**RESOLVED**, that pursuant to the authority granted to and vested in the Board of Directors of this Corporation (hereinafter called the "Board of Directors" or the "Board") in accordance with the provisions of the Articles of Incorporation, the Board of Directors hereby creates a series of Preferred Stock, par value \$0.00001 per share, of the Corporation, and hereby states the designation and number of shares, and fixes the relative rights, preferences, and limitations thereof as follows:

**Series B Convertible Preferred Stock:**

Section 1. Designation and Amount. The designation of this series, which consists of 100,000,000 shares of Preferred Stock, is Series B Convertible Preferred Stock (the "Series B Preferred Stock" or "Preferred Stock") and the stated value shall be \$1,000.00 per share.

Section 2. Liquidation Rights. In the event of any voluntary or involuntary liquidations, dissolution or winding up of the Corporation, the holders of Series B Convertible Preferred Stock shall be entitled to receive from the assets of the Corporation \$1,000.00 per share, plus accrued and unpaid dividends, if any, all of which shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of common stock or any other class of equity security in connection with such liquidation, dissolution, or winding up (except for Series A Convertible Preferred Stock, which shall rank senior to the Series B Convertible Preferred Stock, as set forth in the Certificate of Designations of the Series A Convertible Preferred Stock). Each share of Series B Convertible Preferred Stock shall rank on a parity with each other share of Series B Convertible Preferred Stock, with respect to the respective preferential amounts fixed for such series payable upon any distribution of assets by way of liquidation, dissolution, or winding up of the Corporation. After the payment or the setting apart of payment to the holders of Series B Convertible Preferred Stock of the preferential amount so payable to them, the holders of Common shares shall be entitled to receive all remaining assets of the Corporation, except as may be qualified in the Articles of Incorporation of the Corporation. The Corporation covenants and agrees that so long as the Series B Convertible Preferred Stock is outstanding, the Corporation shall not issue any equity security with a liquidation preference senior to the Series B Convertible Preferred Stock, except for shares of Series A Convertible Preferred Stock, which shall be senior to the Series B Convertible Preferred Stock, as set forth in the Certificate of Designations of the Series A Convertible Preferred Stock.

Section 3. Voting Rights. Each share of Series B Preferred Stock shall be entitled to

10,000 votes in each matter submitted to a vote of the Corporation's shareholders. The holders of the Series B Convertible Preferred Stock shall be entitled to vote with the holders of the common stock.

Section 4. Conversion Rights. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible without the payment of any additional consideration by the holder thereof and, at the option of the holder thereof, at any time after the date of issuance of such shares of Series B Convertible Preferred Stock, at the office of the Corporation or any transfer agent for the Preferred Stock. Each share of Preferred Stock shall be convertible (the "Conversion Rate") into a number of fully paid and nonassessable shares of Common Stock equal to dividing the Stated Value by the Current Market Price of the Corporation's Common Stock immediately preceding the date of conversion.

For the purposes hereof, the "Current Market Price" shall mean the average volume weighted average price of the Corporation's Common Stock over the ten (10) trading days immediately preceding the date of conversion as furnished by the OTC Markets (the "Pink Sheets") (or equivalent recognized source of quotations); provided, however, that if the Common Stock is not traded in such manner that the quotations referred to herein are available for the period required hereunder, Current Market Price shall be determined in good faith by the board of directors of the Corporation, but if challenged by the holders of more than 50% of the outstanding Preferred Stock, then as determined by an independent appraiser selected by the board of directors of the Corporation, the cost of such appraisal to be borne equally by the Corporation and the challenging parties.

(b) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(c) Fractional Shares. In lieu of any fractional shares to which the holder of Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock as determined by the board of directors of the Corporation. The number of whole shares issuable to each holder upon such conversion shall be determined on the basis of the number of shares of Common Stock issuable upon conversion of the total number of shares of Preferred Stock of each holder at the time converting into Common Stock.



(e) Minimal Adjustments. No adjustment in the Conversion Rate need be made if such adjustment would result in a change in the Conversion Rate of less than \$0.0001. Any adjustment of less than \$0.0001 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.0001 or more in the Conversion Rate.

(f) No Impairment. The Corporation will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph 6 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Preferred Stock against impairment.

(g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to this paragraph 4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate of such Series A at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Preferred Stock.

(h) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(i) No Reissuance of Converted Shares. No shares of Preferred Stock which have been converted into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized shares of the Corporation.

(j) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Preferred Stock at least twenty (20) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and

the amount and character of such dividend, distribution or right.

(k) Notices. Any notice required by the provisions of this paragraph 6 to be given to holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

Section 5. Registration Rights. The shares of Common Stock issuable upon conversion of Preferred Stock shall not have any registration rights.


Section 6. Reacquired Shares. Any shares of Series B Convertible Preferred Stock acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof and may not be reissued.

Section 7. Rank. The Series B Convertible Preferred Stock shall rank, with respect to the distribution of assets, senior to any and all other series of any other class of Preferred Stock.

Section 8. Amendment. The Articles of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences, or special rights of the Series B Convertible Preferred Stock so as to affect them adversely without the affirmative vote of majority of the holders of the outstanding shares of Series B Convertible Preferred Stock, voting together as a single class.

Section 9. Equity Security. "Equity Security" shall mean a security of any class of stock, whether preferred or common, and any debt security which is convertible into a security of any class of stock, whether preferred or common.

**IN WITNESS WHEREOF**, this Certificate of Designation is executed on behalf of the Corporation by its Director as of this 14th day of October 2019.

  
\_\_\_\_\_  
Sebastien C. Dufort  
Director